

**EXHIBIT H**

Form of Proposed Order

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
W. R. GRACE & CO., <u>et al.</u> ,	)	Case No. 01-01139 (JKF)
	)	Jointly Administered
Debtors.	)	Re: Docket No. 7571 and 2/28/05 Agenda Item 8

**ORDER DENYING PACIFICORP AND THE VANCOTT BAGLEY CORNWALL &  
MCCARTHY 401(K) PROFIT SHARING PLAN'S MOTION FOR LEAVE TO FILE  
LATE PROOFS OF CLAIM**

This matter coming before the Court on the *Pacificorp and the Vancott Bagley Cornwall & McCarthy 401(k) Profit Sharing Plan's Motion for Leave to File Late Proofs of Claim* (the "Motion"), which was filed in the above-captioned bankruptcy cases; the Court having reviewed and considered the Motion; the Court finding that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and (iii) no further notice or hearing on the Motion being required:

IT IS HEREBY ORDERED THAT the Motion is denied.

Dated: February \_\_\_\_\_, 2005

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The Honorable Judith K. Fitzgerald  
United States Bankruptcy Judge